

# WEYDONLAKE LIMITED

Copsehill, Nackington Road,  
Canterbury,  
Kent CT4 7AX

Telephone: (0227) 462034

Reg.No. 43935

At an Extraordinary General Meeting of the Members of the above named Company, duly convened, and held at 'Christian Court', Woodnesborough, Sandwich, Kent on the 8th. day of November 1995, the following Special Resolution was duly passed :-

That the Articles of Association of the Company, being covered by the Companies Act 1929, be altered as follows:-

That Article No. 102 per Table 'A' of the Companies Act 1929 will not now apply to the above named Company.

Presented to the Registrar of Companies on the 24th day of November 1995

Directors: W. H. Hewett, H. H. Hewett, W. J. Hewett, P. A. Fisher  
Registered in England No. 43935  
V.A.T. Reg. No. 201 6992 80



*"The Companies Act, 1929."*

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COMPANY LIMITED BY SHARES.

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Articles of Association

OF

**The Saint Lawrence Laundry Company, Limited.**

*(Adopted by Special Resolution passed the 11th day of July, 1934.)*

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PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1862, shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 54, 64, 65, 66, 69, 72, 78, 79, 82, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

3. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per centum of the price at which the said Shares are issued.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be

# Articles of Association

OF

## The Saint Lawrence Laundry Company, Limited.

*(Adopted by Special Resolution passed the 11th day of July, 1934.)*

### PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1862, shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 54, 64, 65, 66, 69, 72, 78, 79, 82, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

3. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per centum of the price at which the said Shares are issued.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be

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At an Extraordinary General Meeting of the Members of the above named Company, duly convened, and held at 'Christian Court', Woodnesborough, Sandwich, Kent on the 8th. day of November 1995, the following Special Resolution was duly passed :-

That the Articles of Association of the Company, being covered by the Companies Act 1929, be altered as follows:-

That Article No. 102 per Table 'A' of the Companies Act 1929 will not now apply to the above named Company.

Presented to the Registrar of Companies on the 24th day of November 1995

under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share; whether or not it shall have express or other notice thereof.

### SHARE CAPITAL AND SHARES.

5. The Share Capital of the Company at the time of the adoption of these Articles is Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

6. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

### BORROWING POWERS.

10. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled

or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

11. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

12. A General Meeting of the Company shall be held once in each calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and at such place as the Directors shall appoint. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

#### VOTES OF MEMBERS.

13. Clause 50 of Table A shall be modified by inserting the words "by the Chairman or" immediately before the words "by at least three Members," and by deleting the words "one Member or" and "that Member," and by substituting the words "one tenth of the Capital of the Company for the time being issued" for the words "Fifteen per cent. of the paid up Capital of the Company."

14. On a show of hands every Member present in person shall have one vote. On a poll the following provisions shall apply, that is to say:—

- (A) Every Member shall have one vote for every ten Shares (entitling him to vote) up to one hundred Shares; he shall have an additional vote for every fifty Shares (entitling him to vote) beyond the

*Amended  
by  
150  
articles  
11/14  
12/9/52*

first one hundred Shares up to one thousand Shares, and an additional vote for every one hundred Shares (entitling him to vote) beyond the first one thousand Shares.

- (B) A Member shall not be entitled to vote in respect of any Shares issued by way of Bonus, unless the resolution authorising the issue of such Shares shall expressly so provide.

15. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

#### DIRECTORS.

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than seven.

17. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

18. The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than Fifty Pounds. A Director may act before acquiring his qualification, but shall acquire his qualification within two calendar months of being appointed a Director.

19. The remuneration of the Directors shall be such sum as the Company in General Meeting shall from time to time prescribe, and such remuneration shall be divided among the Directors in such proportions and manner as they may agree.

20. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

*Cancelled  
13/9/1944  
re-instated  
13/9/50*

## DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930 ;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within two calendar months from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

22. A Director may hold any office of profit under the Company (other than that of Auditor or Accountant) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently

acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

#### MANAGING DIRECTOR.

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

24. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

#### CAPITALISATION OF RESERVES, ETC.

25. (i) Any General Meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits



of the Company standing to the credit of the Reserve Fund or in the hands of the Company and available for Dividend be capitalised and distributed amongst such of the Shareholders as would have been entitled thereto if distributed by way of Dividend, and in the same proportions on the footing that they become entitled thereto as Capital, and that all or any part of such capitalised fund be applied on behalf of such Shareholders in paying up in full any unissued Shares, Debentures, or Debenture Stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued Shares of the Company, and that such distribution or payment shall be accepted by such Shareholders in full satisfaction of their respective interests in the said capitalised sum.

(ii) For the purpose of giving effect to any resolution under Sub-Clause (i) of this Article the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue Fractional Certificates or may determine that fractions of less than One Pound shall be disregarded in order to adjust the rights of all parties or may vest any Shares, Debentures, or Debenture Stock in trustees upon such trusts for the persons entitled to the capitalised fund or any of such persons as may seem expedient to the Directors. Where requisite a proper contract shall be delivered to the Registrar of Companies for registration in accordance with Section 42 of The Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to such capitalised fund, and such appointment shall be effective.

#### NOTICES.

26. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall be deemed to have received any notice which shall have been displayed in the Company's Registered Office and shall have remained there for the space of twenty-four hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been first so displayed.

### WINDING UP.

27. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

28. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

No. of Company 43,935

**SPECIAL RESOLUTIONS**  
of  
**THE SAINT LAWRENCE LAUNDRY COMPANY LIMITED**

Passed 23rd day of July, 1949

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at "Sylvania", 47 Marshall Road, Rainham, Kent on the 23rd day of July, 1949, the following SPECIAL RESOLUTIONS were duly passed :—

That the Articles of Association of the Company be altered by inserting therein immediately after the existing article 6, articles to be known as 6a, 6b, and 6c, as follows :

6A. The Company is a Private Company, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company ; (2) The number of Members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall, be treated as a single Member ; and (3) the right to transfer the shares of the Company shall be restricted in a manner hereinafter appearing.

6B. Except that a share may be transferred by a Member to any relation (by birth or marriage) of such a Member, no shares shall be transferred to a person who is not a Member so long as any Member is willing to purchase the same at the fair value, and any person proposing to transfer a share or shares shall give notice in writing (hereinafter called a transfer notice), to the Directors that he desires to transfer the same. Such a notice shall specify the sum he fixes in consultation with the Secretary, as the fair value, and shall constitute the Company his Agent for the sale of the share or shares. The Directors shall with a view to finding a purchasing Member offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares and if the shares be not accepted by any Member within seven days the offer will be deemed to be declined by that Member. Any shares remaining unsold will be offered in a similar proportion. The transfer notice shall not be revocable except with the sanction of the Directors. The Directors may refuse to register any transfer of any share and shall not be bound to give any reason for refusing to register a transfer.

6c. If the Company shall not within the space of twenty-one days after being served with the notice as aforesaid, find a Member willing to purchase the share or shares, the person wishful to sell shall be at liberty, for a period not exceeding 21 days, to sell and transfer the share or shares (or those not placed) to any person at a price not less than that which he may have fixed as the fair value in the before-mentioned notice. In case any difference shall arise between the selling Member and the Secretary as to the fair value of a share, the fair value shall be such sum as the Auditor for the time being of the Company shall certify in writing as in his opinion is the fair value of a share, and the Auditor shall be bound so to certify on the application of any selling or purchasing Member ; and in so certifying the Auditor shall deem to be acting as an expert and not as an Arbitrator, and accordingly the Arbitration Act, 1889 shall not apply. When the retiring Member cannot find a purchaser at the price specified in the transfer notice, he may give a fresh transfer notice specifying a reduced price.

H. H. HEWETT,

*Secretary*

# THE SAINT LAWRENCE LAUNDRY COMPANY LIMITED

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Notice is hereby given that an EXTRAORDINARY GENERAL MEETING of the above-named Company will be held at the Laundry, Old Dover Road, Canterbury, on Wednesday, the 13th day of September, 1944, at 5 o'clock p.m. precisely, for the purpose of considering, and, if thought fit, passing as a Special Resolution the Subjoined Resolution:—

## Resolution

That the Articles of Association of the Company be altered by the deletion of the existing Article 20, and the substitution thereof of the following Article:—

### ARTICLE 20

- (a) On a show of hands every member present in person shall have one vote. On a poll every person shall have one vote for each share of which he is the holder.
- (b) In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
- (c) On a poll votes may be given either personally or by proxy.

By Order of the Board,

F. E. MITCHELL,

**SPECIAL RESOLUTIONS**  
of  
**THE SAINT LAWRENCE LAUNDRY COMPANY LIMITED**

Passed 13th day of September, 1952

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at "Sylvania", 47 Marshall Road, Rainham, Kent on the 13th day of September, 1952, the following SPECIAL RESOLUTION was duly passed:—

That the Articles of Association of the Company be altered as follows:—

- (1) By the deletion of the existing Article No. 20 which was substituted for the original Article No. 20 by Special Resolution passed on the 13th day of September, 1944 and by the reinstatement of the said original Article No. 20 which runs as follows:—

20. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

- (2) By the deletion of the existing Article No. 14 and the substitution thereof of the following Article:—

ARTICLE NO. 14

- (a) On a show of hands every Member present in person shall have one vote. On a poll every person shall have one vote for each share of which he is the holder.
- (b) In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
- (c) On a poll votes may be given either personally or by proxy.

H. H. HEWETT,  
*Secretary.*

The Laundry,  
Old Dover Road,  
Canterbury.

Presented to the Registrar of Companies on the 18th September, 1952